

Hearing Date and Time: To Be Determined
Objection Date and Time: November 10, 2011

VENABLE LLP
Rockefeller Center
1270 Avenue of the Americas, 24th Floor
New York, New York 10020
Telephone: (212) 307-5500
Facsimile: (212) 307-5598
Edward A. Smith
Rishi Kapoor

*Counsel for LBBW Luxemburg S.A. and Landesbank
Baden-Württemberg*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re:	:
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:
	:
Debtors.	:
	:
-----X	

Chapter 11
Case No. 08-13555 (JMP)
(Jointly Administered)

**DECLARATION OF EDWARD A. SMITH IN SUPPORT OF OBJECTION OF LBBW
LUXEMBURG S.A. AND LANDESBANK BADEN-WÜRTTEMBERG TO DEBTORS'
PROPOSED ASSUMPTION OF CERTAIN CONTRACTS PURSUANT TO SECTION
11.1 OF THE THIRD AMENDED JOINT CHAPTER 11 PLAN OF LEHMAN
BROTHERS HOLDINGS INC. AND ITS AFFILIATED DEBTORS**

Pursuant to 28 U.S.C. § 1746, Edward A. Smith declares as follows:

1. I am an attorney admitted to practice before this Court and a partner in the law firm of Venable LLP, counsel for LBBW Luxemburg S.A. ("LBBWL") and Landesbank Baden-Württemberg ("LBBW," and together with LBBWL, the "Noteholders"). I respectfully submit this declaration in support of the *Objection of LBBW Luxemburg S.A. and Landesbank Baden-Württemberg to Debtors' Proposed Assumption of Certain Contracts Pursuant to Section 11.1 of the Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors.*

2. A true and correct copy of the Base Prospectus for the Multi Issuer Secured Obligation Programme, dated August 16, 2005, is attached hereto as Exhibit A.

3. A true and correct copy of the Series Prospectus for the 2006-2 EUR 10,000,000 Orion Enhanced Return Dynamic CDO Credit Linked Synthetic Portfolio Notes Due 2013 (the "Orion Series") issued pursuant to the Multi-Issuer Secured Obligation Programme, dated April 28, 2006, is attached hereto as Exhibit B.

4. A true and correct copy of the Series Prospectus for the 2006-3 EUR 50,000,000 Riesling Credit Linked Synthetic Portfolio Notes Due 2016 (the "Riesling Series") issued pursuant to the Multi-Issuer Secured Obligation Programme, dated June 16, 2006, is attached hereto as Exhibit C.

5. A true and correct copy of the Principal Trust Deed relating to the Multi-Issuer Secured Obligation Programme, dated October 10, 2002 and amended and restated as of July 22, 2005, is attached hereto as Exhibit D.

6. A true and correct copy of the Supplemental Trust Deed and Drawdown Agreement in respect of the Orion Series issued pursuant to the Multi-Issuer Secured Obligation Programme, dated April 28, 2006, is attached hereto as Exhibit E.

7. A true and correct copy of the Supplemental Trust Deed and Drawdown Agreement in respect of the Riesling Series issued pursuant to the Multi-Issuer Secured Obligation Programme, dated June 16, 2006, is attached hereto as Exhibit F.

8. A true and correct copy of the ISDA Master Agreement and corresponding Schedule between Dante Finance Public Limited Company and Lehman Brothers Special Financing, Inc., dated October 10, 2002 and amended and restated as of July 22, 2005, is attached hereto as Exhibit G.

9. A true and correct copy of the Swap Confirmation pertaining to the credit derivative transactions relating to the Orion Series, dated April 28, 2006, is attached hereto as Exhibit H.

10. A true and correct copy the Swap Confirmation pertaining to the credit derivative transactions relating to the Riesling Series, dated June 16, 2006, is attached hereto as Exhibit I.

11. True and correct copies of the Swap Termination Notices delivered by Ruby Finance Public Limited Company to Lehman Brothers Special Financing, Inc., pertaining to the Orion and Riesling Series, each dated January 15, 2009, are attached hereto as Exhibit J.

12. A true and correct copy of the Agreed Case Memorandum submitted in the action *Lehman Brothers Special Financing Inc. v. BNY Corporate Trustee Services Limited, et al.* pending in the High Court of Justice, Queen's Bench Division, Commercial Court in the United Kingdom, which pertains to the Orion Series, is attached hereto as Exhibit K

13. A true and correct copy of the Agreed Case Memorandum submitted in the action *Lehman Brothers Special Financing Inc. v. BNY Corporate Trustee Services Limited, et al.* pending in the High Court of Justice, Queen's Bench Division, Commercial Court in the United Kingdom, which pertains to the Riesling Series, is attached hereto as Exhibit L

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
November 10, 2011

/s/Edward A. Smith

EDWARD A. SMITH